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November 18, 2014

**Via ECFS and IBFS**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Office of the Secretary  
445 12th Street, S.W.  
Washington, D.C. 20554

Re: *Westel, LLC and WestCom, LLC Joint Application for Consent to Assign  
Customer Base and Assets; WC Docket No. 14-188; File No. ITC- ASG-  
20140811-00241*

Dear Marlene,

On behalf of Westel, LLC and WestCom, LLC (together "Applicants") enclosed herewith for filing is an amendment to Applicant's Joint Application; WC Docket No. 14-188; File No. ITC- ASG-20140811-00241.

At the request of Commission staff, Applicants are hereby amending information required by Sections 63.04(a)(4) and 63.18(h) (Questions 11 and 12 of the IBFS Main Form) by providing a revised Section E to the Joint Application.

Should you have any questions, please do not hesitate to contact the undersigned.

Sincerely,

HAWLEY TROXELL ENNIS & HAWLEY LLP

Justin T. Cranney

JTC:  
Cc: Jodie May (via email)  
Sumita Mukhoty (via email)

**E. Ten Percent or Greater Interest Holders / Interlocking Directorates (Answer to IBFS Main Form Question 11 and 12)**

**I. Westel, LLC.** The following entity controls or owns ten percent (10%) or more of Westel, LLC:

A. Involta, LLC, an Iowa limited liability company ("**Involta**"), owns one hundred percent (100%) of the equity of Westel, LLC. Involta's mailing address is P.O. Box 1986, Cedar Rapids, IA 52406. Involta's principal business is data centers.

**II. Involta.** The following three entities hold ten percent (10%) or greater direct equity and voting interest in Involta, LLC:

A. M/C Partners VII, L.P. ("**MC VII**"), a Delaware limited partnership, owns twenty seven percent (27%) of the equity in Involta. MC VII's mailing address is M/C Partners, c/o Edward Keefe, CFO, 75 State Street, Suite 2500, Boston, MA 02109. MC VII's principal business is as an investment fund.

B. GTB Capital Partners II LP ("**GTB**"), a Delaware limited partnership, owns fifteen percent (15%) of the equity in Involta. GTB's mailing address is Morgan Stanley Alternative Investment Partners, c/o Stephanie Girshovich, 100 Front Street, 4th Floor, West Conshohocken, PA 19428. GTB's principal business is as an investment fund.

C. Technology Resources Company ("**TRC**"), an Iowa corporation, which is not publicly traded or widely held, owns twelve percent (12%) of the equity in Involta. TRC's mailing address is Involta, LLC, c/o Jeff Quint, CFO, P.O. Box 1986, Cedar Rapids, IA 52406. TRC's principal business is an investment in Involta.

**III. MC VII.** The following entities control or own ten percent (10%) or more of MC VII:

A. MC VII is controlled by its general partner, M/CP VII, L.P., a Delaware limited partnership ("**MC VII LP**"). M/CP VII LP's address is, c/o M/C Partners, Edward Keefe, CFO, 75 State Street, Suite 2500, Boston, MA 02109 and its primary business is serving as a general partner.

MC VII has limited partners, but none are reportable under Section 63.18(h) of the Commission's rules. No limited partner controls MC VII or holds an interest in MC VII greater than 37%

B. MC VII LP is controlled by its general partner, M/CP VII GP, L.P., a Delaware limited partnership ("**MC VII GP**"). MC VII GP's address is, c/o M/C Partners, Edward Keefe, CFO, 75 State Street, Suite 2500, Boston, MA 02109 and its primary business is serving as a general partner.

MC VII LP has limited partners, but none are reportable under Section 63.18(h) of the Commission's rules. No limited partner controls MC VII LP or holds an interest in MC VII LP greater than 37%

- C. MC VII GP is controlled by its general partner, M/CP VII, LLC, a Delaware limited liability company ("**MC VII LLC**"). MC VII LLC's address is, c/o M/C Partners, Edward Keefe, CFO, 75 State Street, Suite 2500, Boston, MA 02109 and its primary business is serving as a general partner.

MC VII GP has limited partners, but none are reportable under Section 63.18(h) of the Commission's rules. No limited partner controls MC VII GP or holds an interest in MC VII GP greater than 37%

- D. MC VII LLC has member/membership interest holders, but none are reportable under Section 63.18(h) of the Commission's rules. No member nor membership interest holder controls MC VII LLC or holds an interest in MC VII LLC greater than 37%.

**IV. GTB.** The following entities control or own ten percent (10%) or more of GTB:

- A. GTB is controlled by its general partner, GTB Capital Partners II GP, LP, a Delaware limited partnership. ("**GTB II GP**"). GTB II GP's address is c/o Stephanie Girshovich, Morgan Stanley Alternative Investment Partners, 100 Front Street, 4th Floor, West Conshohocken, PA 19428 and its primary business is serving as a general partner.

GTB has only one limited partner is reportable under Section 63.18(h) of the Commission's rules. Los Angeles County Employees Retirement Association, a California public pension fund ("**PPF**") holds a more than 98% interest in GTB. PPF's address for this holding is c/o Stephanie Girshovich, Morgan Stanley Alternative Investment Partners, 100 Front Street, 4th Floor, West Conshohocken, PA 19428 and its primary business is a retirement association.

1. **PPF.** PPF is an independent Los Angeles county agency and as such, there are no reportable owners under Section 63.18(h) of the Commission's rules. No person controls PPF or holds an interest in PPF greater than 50% for purposes of control or 66% for purposes of calculating indirect ownership in Westel, LLC

- B. GTB II GP is controlled by its general partner – Morgan Stanley Alternative Investments, LLC, a Delaware limited liability company ("**GTB II LLC**") and an indirect subsidiary of Morgan Stanley (NYSE: MS). GTB II LLC's address is c/o Stephanie Girshovich, Morgan Stanley Alternative Investment Partners, 100 Front Street, 4th Floor, West Conshohocken, PA 19428 and its primary business is serving as a general partner.

GTB II GP currently has one limited partner, Morgan Stanley AIP Funding Inc., a Delaware corporation ("**AIP Funding**") and an indirect subsidiary of Morgan

Stanley (NYSE: MS). No limited partner controls GTB II GP or holds an interest in GTB II GP greater than 50% for purposes of control or 66% for purposes of calculating indirect ownership in Westel, LLC.

- C. GTB II LLC has member/membership interest holders, but none are reportable under Section 63.18(h) of the Commission's rules. No member nor membership interest holder controls GTB II LLC or holds an interest in GTB II LLC greater than 50% for purposes of control or 66% for purposes of calculating indirect ownership in Westel, LLC.
- V. **TRC.** TRC has shareholders, but none is reportable under Section 63.18(h) of the Commission's rules. No shareholder of TRC holds or controls more than 38% of the stock of TRC.

Other than the foregoing, following the transition, no other person or entity (including any limited partner) will directly or indirectly own or control ten percent (10%) or more (in the aggregate) of the equity or voting interest of Westel, LLC.